

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW MEXICO

In re:

FURR'S SUPERMARKETS, INC.,

Case No. 7-01-10779-SA

Chapter 7

Debtor.

**AGREED ORDER (A) GRANTING MOTION OF EL PASO PROPERTIES CORP. AND
JANUS FINANCIAL CORPORATION FOR CONTINUANCE OF HEARINGS ON (i)
TRUSTEE'S MOTION TO ASSUME AND ASSIGN EL PASO WAREHOUSE LEASE TO
SAFEWAY, INC., AND (ii) CHAPTER 7 TRUSTEE'S SECOND MOTION TO
EXTEND TIME WITHIN WHICH THE DEBTOR MAY ASSUME OR REJECT THE EL
PASO WAREHOUSE LEASE; (B) AUTHORIZING SUBSTITUTION OF COUNSEL;
AND, (C) AMENDING ORDER ARISING FROM STATUS CONFERENCE ON
WAREHOUSE LEASE MOTIONS**

This matter came before the Court on the Motion of El Paso Properties Corp. and Janus Financial Corporation (together, the "Lessor") for Continuance of Hearings on (i) the "Trustee's Motion to Assume and Assign El Paso Warehouse Lease to Safeway, Inc." (the "Assignment Motion"), and (ii) the "Chapter 7 Trustee's Second Motion to Extend Time Within Which The Debtor May Assume Or Reject The El Paso Warehouse Lease" (the "Extension Motion"). Just cause appearing for the relief requested, and the parties to the Motion having reached an agreement regarding the same, the Court hereby amends the schedule set forth in its "Order Arising from Status Conference on Warehouse Lease Motions" filed on July 26, 2002 (the "Scheduling Order") in the following respects:

1. The final hearing on the Extension Motion and the Assignment Motion shall be reset for October 29, 2002, commencing

at 9:00 a.m. MDT, and will continue (if necessary) on October 30, 2002, commencing at 9:00 a.m. MDT.

2. The deadline for the Trustee to assume or reject the subject Warehouse Lease shall be extended until October 31, 2002. At the end of the final hearing on the Extension Motion and the Assignment Motion, the Court shall consider whether to grant any further extension, up to December 31, 2002, as requested in the Extension Motion. The provisions of this Court's "Order Extending Time within Which Trustee May Assume or Reject Unexpired Lease of El Paso Distribution Center" (Document 1567) are incorporated herein by reference, and shall remain in full force and effect until October 31, 2002. If at any time on or before October 31, 2002, the Trustee defaults in the performance of any of her obligations under such provisions, then the Warehouse Lease shall be deemed automatically and irrevocably rejected as of the date of default without any further action by the Lessor or this Court.

3. By October 1, 2002, Heller Financial, Inc., as agent, Metropolitan Life Insurance Company (together, the "Lenders"), and/or the Trustee shall give to the Lessor any expert reports they intend to introduce or otherwise use at the Final Hearing.

4. All discovery shall be completed by October 18, 2002, unless otherwise mutually agreed by the parties.

5. Optional trial briefs shall be filed with the Court and served on all other parties by October 22, 2002.

6. On or before October 23, 2002, the parties will by hand or overnight delivery (with a scheduled delivery date of no later than October 23) exchange (i) copies of all exhibits they intend to use at the final hearing, (ii) their lists of all witnesses, and (iii) the portions of depositions they intend to submit at the final hearing (except rebuttal witnesses, exhibits and deposition portions which cannot be reasonably anticipated).

7. On October 25, 2002, each party will deliver to chambers (with copies to opposing counsel) (i) three sets of their exhibits and (ii) their witness lists. In addition, the parties will jointly submit (i) a list of exhibits, the admission of which all parties will stipulate (which stipulation will not affect the right of any party to argue as to the weight to be accorded the document, including any argument that the relevance is so nominal that it should be essentially given no weight) and (ii) agreed deposition designations, including designations responsive to those made by opposing parties.

8. The request of George M. Cheever and the firm of Kirkpatrick and Lockhart LLP to withdraw as counsel for the Lessor is hereby granted, and they are hereby relieved of any further duties in this contested matter.

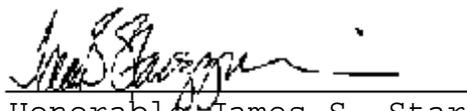
9. Harrel L. Davis III, H. Christopher Mott and

Michael J. Shane of the firm of Krafzur Gordon Mott P.C. are, as of the execution of this Order, substituted as counsel for the Lessor. They are directed to submit their Motion to Appear Pro Hac Vice within three (3) days from the date of this Order. All documents or payments previously directed to George Cheever shall now be sent to Krafzur Gordon Mott P.C., attention: Harrel L. Davis III.

10. Substitute counsel for the Lessor has agreed to produce its expert witnesses for deposition the week of September 9, 2002. Counsel for the Trustee and the Secured Lenders have agreed to produce their expert witnesses for deposition between October 1, 2002 and October 18, 2002.

11. All other provisions of the Scheduling Order remain in full force and effect.

Made at Albuquerque, New Mexico this __ day of September, 2002.



Honorable James S. Starzynski
United States Bankruptcy Judge

AGREED:

JACOBVITZ, THUMA & WALKER, P.C.

By: approved 9/03/02

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I hereby certify that on September 3, 2002, a true and correct
copy of the foregoing was either electronically transmitted,
faxed, delivered, or mailed to the listed counsel and parties.

Mary B. Anderson
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